

RECORDATION NO. 26672 FILED

DEC 1 '06 -2 2 4 PM

SURFACE TRANSPORTATION BOARD

Law Offices of
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November 30, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of November 30, 2006. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

National City Commercial Capital Corporation
101 S. Fifth Street Locator T08K
Louisville, KY 40202

Lessee:

J.R. Simplot Company
999 Main Street
Suite 1300
Boise ID 83702

A description of the equipment covered by the Memorandum of Lease Agreement consists of four tank cars numbered JRSX 1154, 1155, 1157, and 1159.

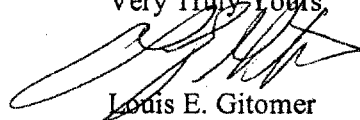
Honorable Vernon A. Williams
November 30, 2006
Page 2

A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between National City Commercial Capital Corporation, 101 S. Fifth Street Locator T08K, Louisville, KY 40202, and J.R. Simplot Company, 999 Main Street, Suite 1300, Boise ID 83702, covering four tank cars numbered JRSX 1154, 1155, 1157, and 1159.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

DEC 1 '06 -2 2 4 PM

MEMORANDUM OF LEASE AGREEMENT ^{SURFACE TRANSPORTATION BOARD}

This MEMORANDUM OF LEASE AGREEMENT is made and entered into as of November 30, 2006, by and between NATIONAL CITY COMMERCIAL CAPITAL CORPORATION ("Lessor") and J.R. SIMPLOT COMPANY ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, four tank cars numbered JRSX 1154, 1155, 1157 and 1159 (the "Equipment").
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

NATIONAL CITY COMMERCIAL CAPITAL CORPORATION

As Lessor

By: Jon B. Lipstreuwer
Name: Jon B. Lipstreuwer
Title: Vice President

J.R. SIMPLOT COMPANY

As Lessee

By: Amber H. Post
Name: Amber H. Post
Title: Vice President & Treasurer

State of Ohio)

) ss:

County of Cuyahoga)

On this 30 day of November 2006, before me personally appeared Jon B. Hipstrewer, to me personally known, who being duly sworn, says that he is Vice President of National City Commercial Capital Corporation, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

[Signature]
Notary Public

My Commission expires on: 8/14/07

State of Idaho)

) ss:

County of Ada)

On this 29 day of November, 2006, before me personally appeared Amber H. Post, to me personally known, who being duly sworn, says that she is Treasurer of J.R. Simplot Company, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

[Signature]
Notary Public

My Commission expires on: 5/31/08

